



NORTH AMERICAN CAR CORPORATION

33 West Monroe
Chicago, IL U.S.A. 60603
Telephone 312.853.5000
Telex #255222

December 1, 1981

RECORDATION NO. 8740-A
Filed 1425

Secretary
Interstate Commerce Commission
Washington, D.C. 20423

3/15/82
Dec 3/15/82
Fee \$ 10.00

MAR 15 1982 1:30 PM
INTERSTATE COMMERCE COMMISSION

Dear Secretary:

CC Washington, D.C.

I have enclosed an original and several counterparts of the document described below, to be recorded pursuant to Section 11303 of Title 49 of the U.S. Code.

This document is a Supplemental Trust Agreement, a secondary document dated as of December 1, 1981.

The primary document to which this is connected is recorded under Recordation No. 8740.

The names and addresses of the parties to the document are as follows:

Obligor: North American Car Corporation
33 West Monroe Street
Chicago, Illinois 60603

Trustee: Continental Illinois National Bank
and Trust Company of Chicago, as Trustee
30 N. LaSalle Street
Chicago, Illinois 60693

The equipment covered by the document is described therein.

A fee of \$10.00 is enclosed. Please return the original and any extra copies not needed by the Commission for recordation to the messenger delivering this letter.

A short summary of the document to appear in the index follows:

Supplemental Trust Agreement to an Equipment Trust
Agreement with Recordation No. 8740, dated as of 12/1/81
covering the equipment described therein.

Very truly yours,

James M. Gillespie

JMG:bmt
Enclosures

8740-A

SUPPLEMENTAL TRUST AGREEMENT

RECORDATION NO. 8740-A Filed 1425

Dated as of December 1, 1981

MAR 15 1982. 2 30 PM

INTERSTATE COMMERCE COMMISSION

THIS SUPPLEMENTAL TRUST AGREEMENT dated as of December 1, 1981, between NORTH AMERICAN CAR CORPORATION (the "Company") and CONTINENTAL ILLINOIS NATIONAL BANK AND TRUST COMPANY OF CHICAGO, as Trustee (the "Trustee");

W I T N E S S E T H :

WHEREAS the Company has heretofore executed and delivered to the predecessor in trust of the Trustee an Equipment Trust Agreement dated as of February 15, 1977 (the "Trust Agreement"), providing for the issue of its 9- $\frac{1}{4}$ % Equipment Trust Certificates, First 1977 Series due February 28, 1997 (the "Trust Certificates"), in the aggregate principal amount of \$44,000,000, a true copy of which Trust Agreement is, if the Trustee so directs, annexed hereto as Appendix B, the terms and provisions of which Trust Agreement are incorporated by reference herein, and the definitions provided in said Trust Agreement are hereby extended to apply to all capitalized terms used herein and not otherwise herein defined; and

WHEREAS the Company desires to effect a substitution under the Trust Agreement for certain of the Trust Equipment which has become worn out, sold, unsuitable for use, lost or destroyed; and

WHEREAS the parties hereto desire to amend Attachments A and B to the Trust Agreement so as to give effect to such substitution;

NOW, THEREFORE, in consideration of the premises and of the sum of One Dollar (\$1.00) duly paid to it by the Trustee on execution of these presents, the receipt and sufficiency of which is hereby acknowledged, the Company and the Trustee covenant and agree for the equal and proportionate benefit of the respective holders from time to time of the Trust Certificates, as follows:

// Attachments A and B to the Trust Agreement is hereby amended // in their collective entirety to be and read as set forth in Appendix A hereto.

The Trustee accepts the provisions hereof but only upon the terms and conditions set forth in the Trust Agreement as amended hereby.

Except for the amendment of Attachments A and B as provided herein, the Trust Agreement is in all respects ratified and confirmed and all terms, provisions and conditions thereof shall be and remain in full force and effect. This Supplemental Trust Agreement may be executed in any number of counterparts, each of

which shall be an original, but such counterparts shall together constitute but one and the same instrument.

Except for the amendment of Attachments A B as provided herein, this Supplemental Trust Agreement shall not supersede, displace or invalidate any prior recordation of the Trust Agreement under the laws of any province of Canada. The Company is hereby appointed the agent of the Trustee for the purpose of taking delivery of any Equipment being delivered in substitution for Equipment, cash, or letters of credit being released in connection herewith.

The provisions of this Supplemental Trust Agreement and all the rights and obligations of the parties hereunder, shall be governed by and construed in accordance with the laws of the State of Illinois. The Company hereby waives and releases all its rights, benefits, and protection given it by Sections 23 through 28 (both inclusive) of the Chattel Mortgage Act of the Province of British Columbia, and amendments thereto, and by Sections 19 through 24 (both inclusive) of the Sale of Goods on Condition Act of the Province of British Columbia, and amendments thereto.

IN WITNESS WHEREOF, the Company and the Trustee have caused this Supplemental Trust Agreement to be executed by their respective officers, duly authorized, and have caused their respective corporate seals, duly attested, to be hereunto affixed, as of the day and year first above written.

NORTH AMERICAN CAR CORPORATION

By Pamela Hahn
Vice President

ATTEST:


James M. Miller
Assistant Secretary

CONTINENTAL ILLINOIS NATIONAL BANK
AND TRUST COMPANY OF CHICAGO, as
Trustee

By M. J. Finken
Its VICE PRESIDENT

ATTEST:


George V. Reaves
Its TRUST OFFICER

STATE OF ILLINOIS)
)
COUNTY OF COOK)

On this 1st day of December, 1981,
before me personally appeared Paul M. O'Hara,
to me personally known, who, being by me duly sworn, says
that he is a Vice President of NORTH AMERICAN CAR CORPORATION,
that one of the seals affixed to the foregoing instrument is
the corporate seal of said corporation and that said instru-
ment was on December 1, 1981, signed and sealed
on behalf of said corporation by authority of its Board of
Directors, and he acknowledged that the execution of the fore-
going instrument was the free act and deed of said corporation.

Inia Prentt
Notary Public

My Commission Expires:

March 26, 1983

(S E A L)

STATE OF ILLINOIS)
)
COUNTY OF COOK)

On this 18th day of January, 1982,
before me personally appeared M. J. Kruger,
to me personally known, who, being by me duly sworn, says
that he is VICE PRESIDENT of CONTINENTAL
ILLINOIS NATIONAL BANK AND TRUST COMPANY OF CHICAGO, that
one of the seals affixed to the foregoing instrument is the
corporate seal of said national banking association and
that said instrument was on January 18, 1982, signed
and sealed on behalf of said national banking association by
authority of its Board of Directors, and he acknowledged
that the execution of the foregoing instrument was the free
act and deed of said national banking association.

V. Walsh
Notary Public

My Commission Expires:

My Commission Expires July 2, 1984

(S E A L)

NORTH AMERICAN CAR CORPORATION
EQUIPMENT TRUST
FIRST 1977 SERIES

APPENDIX A

QUANT.	SERIAL #	CAR INIT.	RUNNING # FROM TO	CAR TYPE	MECH AAR DESN. CODE	TRUCK CAPACITY	DESCRIPTION
10	002675	C02684	NATX 002675 002684	TANK	TA T054	TON	14,000 GALLON CAPACITY DOT SPEC. DOT111A100W2
18	010782	010799	NCFX 010782 010799	FLAT	F8 F333	TON	66 FT
70	011055	011124	CPI 025040 025109	FLAT	F8 F333	TON	66 FT
1	011807	NATX 011807		TANK	TLI T103	TON	10,000 GALLON CAPACITY DOT SPEC. DOT111A100W3
1	011812	NAIX 011812		TANK	TLI T103	TON	10,000 GALLON CAPACITY DOT SPEC. DOT111A100W3
1	011814	NATX 011814		TANK	TLI T103	TON	10,000 GALLON CAPACITY DOT SPEC. DOT111A100W3
1	C13908	NATX 013908		TANK	TMI T104	TON	14,000 GALLON CAPACITY DOT SPEC. DOT111A100W3
1	013910	NATX 013910		TANK	TMI T104	TON	14,000 GALLON CAPACITY DOT SPEC. DOT111A100W3
5	013921	013925	NATX 013921 013925	TANK	TMI T104	TON	14,000 GALLON CAPACITY DOT SPEC. DOT111A100W3
16	013930	013945	NATX 013930 013945	TANK	TMI T104	TON	14,000 GALLON CAPACITY DOT SPEC. DOT111A100W3
1	014227	NATX 014227		TANK	TMI T104	TON	14,000 GALLON CAPACITY DOT SPEC. DOT111A100W3
5	014241	014245	NATX 014241 014245	TANK	TMI T104	TON	14,000 GALLON CAPACITY DOT SPEC. DOT111A100W3
16	014631	014646	NATX 014631 014646	TANK	TMI T104	TON	14,000 GALLON CAPACITY DOT SPEC. DOT111A100W1
2	014648	014649	NATX 014648 014649	TANK	TMI T104	TON	14,000 GALLON CAPACITY DOT SPEC. DOT111A100W1
2	016616	016617	NCTX 016616 016617	TANK	TMI T104	TON	17,000 GALLON CAPACITY DOT SPEC. DOT111A100W3
1	016618	NCTX 016618		TANK	TMI T104	TON	16,000 GALLON CAPACITY DOT SPEC. DOT111A100W3
4	016621	016624	NATX 016621 016624	TANK	TLI T104	TON	18,000 GALLON CAPACITY DOT SPEC. DOT111A100W3
1	016634	NATX 016634		TANK	TLI T104	TON	18,000 GALLON CAPACITY DOT SPEC. DOT111A100W3
1	016641	NATX 016641		TANK	TLI T104	TON	18,000 GALLON CAPACITY DOT SPEC. DOT111A100W3
22	016644	016645	NATX 016644 016645	TANK	TLI T104	TON	18,000 GALLON CAPACITY DOT SPEC. DOT111A100W3
24	016901	016924	AMPX 017500 017523	TANK	TLI T104	TON	18,000 GALLON CAPACITY DOT SPEC. DOT111A100W1
1	016925	AMPX 017524		TANK	TLI T104	TON	17,000 GALLON CAPACITY DOT SPEC. DOT111A100W1
14	017350	017363	NCTX 017350 017363	TANK	TMI T104	TON	14,000 GALLON CAPACITY DOT SPEC. DOT111A100W3
1	020769	NCTX 020769		TANK	TM T105	TON	20,000 GALLON CAPACITY DOT SPEC. DOT111A100W1
2	020770	020771	NCTX 020770 020771	TANK	TM T105	TON	21,000 GALLON CAPACITY DOT SPEC. DOT111A100W1
1	020772	NCTX 020772		TANK	TM T105	TON	20,000 GALLON CAPACITY DOT SPEC. DOT111A100W1
12	020773	020784	NCTX 020773 020784	TANK	TM T105	TON	21,000 GALLON CAPACITY DOT SPEC. DOT111A100W1
10	028068	028077	NATX 028068 028077	TANK	TRI T016	TON	24,000 GALLON CAPACITY DOT SPEC. DOT111A60ALW1
9	029750	029758	NATX 029750 029758	TANK	TM T108	TON	31,000 GALLON CAPACITY DOT SPEC. DOT111A100W1
20	030866	030885	NAHX 030866 030885	HOPPER	LO L151	TON	2,000 CUBIC FEET
9	030891	030899	NAHX 030891 030899	HOPPER	LO L151	TON	2,000 CUBIC FEET
41	035200	035240	NATX 035200 035240	TANK	TPI T549	TON	34,000 GALLON CAPACITY DOT SPEC. DOT105A300W
8	035242	035249	NATX 035242 035249	TANK	TPI T549	TON	34,000 GALLON CAPACITY DOT SPEC. DOT105A300W
96	035256	035351	NATX 035256 035351	TANK	TPI T549	TUN	34,000 GALLON CAPACITY DOT SPEC. DOT105A300W
1	046935	SFLC 800933		HOPPER	LO L153	TON	5,000 CUBIC FEET
1	058585	NAHX 058585		HOPPER	LO L254	TON	6,000 CUBIC FEET
37	058601	058637	NAHX 058601 058637	HOPPER	LO L254	TON	6,000 CUBIC FEET
1	058640	NAHX 058640		HOPPER	LO L254	TON	6,000 CUBIC FEET
33	058644	058676	NAHX 058644 058676	HOPPER	LO L254	TON	6,000 CUBIC FEET
5	058677	058681	NAHX 058677 058681	HOPPER	LO L654	TON	6,000 CUBIC FEET
9	072160	072168	NATX 072160 072168	TANK	TMI T105	TON	21,000 GALLON CAPACITY DOT SPEC. DOT111A100W1

NORTH AMERICAN CAR CORPORATION
EQUIPMENT TRUST
FIRST 1977 SERIES

SERIAL #	CAR	RUNNING #	CAR	MECH AAR	TRUCK			DESCRIPTION			
QUANT.	FROM	TO	INIT	FROM	TO	TYPE	DESN CODE	CAPACITY			
23	072221	072243	NATX	072221	072243	TANK	TLI	T105	TON	21,000 GALLON CAPACITY	DOT SPEC. DOT111A100W3
3	072244	072246	NATX	072244	072246	TANK	T	T105	TON	21,000 GALLON CAPACITY	DOT SPEC. DOT111A100W3
4	072247	072250	NATX	072247	072250	TANK	TLI	T105	TON	21,000 GALLON CAPACITY	DOT SPEC. DOT111A100W3
1	073362		NATX	073362		TANK	TM	T105	TON	21,000 GALLON CAPACITY	DOT SPEC. DOT111A100W1
1	073368		NAFX	073368		TANK	TM	T105	TON	21,000 GALLON CAPACITY	DOT SPEC. DOT111A100W1
1	073371		NATX	073371		TANK	TM	T105	TON	21,000 GALLON CAPACITY	DOT SPEC. DOT111A100W1
1	073374		NATX	073374		TANK	TM	T105	TON	21,000 GALLON CAPACITY	DOT SPEC. DOT111A100W1
6	073381	073386	NATX	073381	073386	TANK	TM	T105	TON	21,000 GALLON CAPACITY	DOT SPEC. DOT111A100W1
1	073461		NATX	073461		TANK	TM	T105	TON	21,000 GALLON CAPACITY	DOT SPEC. DOT111A100W1
13	073572	073584	NATX	073572	073584	TANK	TM	T105	TON	21,000 GALLON CAPACITY	DOT SPEC. DOT111A100W1
5	075529	075533	NATX	075529	075533	TANK	TL	T105	TON	21,000 GALLON CAPACITY	DOT SPEC. DOT111A100W1
40	076529	076508	NATX	076529	076568	TANK	TMI	T106	TON	24,000 GALLON CAPACITY	DOT SPEC. DOT111A100W1
10	076575	076584	NATX	076575	076584	TANK	TMI	T106	TON	24,000 GALLON CAPACITY	DOT SPEC. DOT111A100W1
64	076694	076757	NATX	076694	076757	TANK	TMI	T106	TON	24,000 GALLON CAPACITY	DOT SPEC. DOT111A100W1
1	078411		NAFX	078411		TANK	TM	T106	TON	24,000 GALLON CAPACITY	DOT SPEC. DOT111A100W1
24	078451	078474	NATX	078451	078474	TANK	TM	T106	TON	24,000 GALLON CAPACITY	DOT SPEC. DOT111A100W1
10	078476	078485	NATX	078476	078485	TANK	TM	T106	TON	24,000 GALLON CAPACITY	DOT SPEC. DOT111A100W1
1	078486		NATX	078486		TANK	TM	T106	TON	23,000 GALLON CAPACITY	DOT SPEC. DOT111A100W1
14	078487	078500	NATX	078487	078500	TANK	TM	T106	TON	24,000 GALLON CAPACITY	DOT SPEC. DOT111A100W1
5	081104	081108	NATX	081104	081108	TANK	TM	T106	TON	24,000 GALLON CAPACITY	DOT SPEC. DOT111A100W1
39	087055	087093	NATX	087055	087093	TANK	TLI	T102	TON	9,000 GALLON CAPACITY	DOT SPEC. DOT111A100W3
15	087095	087109	NATX	087095	087109	TANK	TLI	T102	TON	9,000 GALLON CAPACITY	DOT SPEC. DOT111A100W3
4	093213	093216	NAHX	093213	093216	HOPPER	LO	L651	TON	3,000 CUBIC FEET	
4	093218	093221	NAHX	093218	093221	HOPPER	LO	L651	TON	3,000 CUBIC FEET	
8	093223	093230	NAHX	093223	093230	HOPPER	LO	L651	TON	3,000 CUBIC FEET	
10	093231	093240	BN	430060	430069	HOPPER	LO	L651	TON	3,000 CUBIC FEET	
30	093241	093270	NAHX	093241	093270	HOPPER	LO	L651	TON	3,000 CUBIC FEET	
1	093271		NAHX	093271		HOPPER	LO	L651	TON		
7	093272	093278	NAHX	093272	093278	HOPPER	LO	L651	TON	3,000 CUBIC FEET	
1	093279		ATW	093279		HOPPER	LO	L651	TON	3,000 CUBIC FEET	
5	093280	093284	NAHX	093280	093284	HOPPER	LO	L651	TON	3,000 CUBIC FEET	
1	093336		NAHX	093336		HOPPER	LO	L651	TON	3,000 CUBIC FEET	
23	093355	093377	NAHX	093355	093377	HOPPER	LO	L651	TON	3,000 CUBIC FEET	
3	093405	093407	NAHX	093405	093407	HOPPER	LO	L651	TON	3,000 CUBIC FEET	
1	093408		NCHX	093408		HOPPER	LO	L651	TON	3,000 CUBIC FEET	
10	093409	093418	NAHX	093409	093418	HOPPER	LO	L651	TON	3,000 CUBIC FEET	
23	093435	093457	NAHX	093435	093457	HOPPER	LO	L651	TON	3,000 CUBIC FEET	
5	093485	093489	NAHX	093485	093489	HOPPER	LO	L651	TON	3,000 CUBIC FEET	
19	093535	093553	NAHX	093535	093553	HOPPER	LO	L651	TON	3,000 CUBIC FEET	
4	093556	093559	NAHX	093556	093559	HOPPER	LO	L651	TON	3,000 CUBIC FEET	
61	099758	099818	NAHX	099758	099818	HOPPER	LO	L652	TON	4,000 CUBIC FEET	
5	099819	099823	NCHX	099819	099823	HOPPER	LO	L652	TON	4,000 CUBIC FEET	
1	099824		NAHX	099824		HOPPER	LO	L652	TON	4,000 CUBIC FEET	
19	476729	476747	NAHX	476729	476747	HOPPER	LO	L153	TON	5,000 CUBIC FEET	
9	525025	525033	NAMX	525025	525033	HOPPER	LO	L254	TON	5,000 CUBIC FEET	

**NORTH AMERICAN CAR CORPORATION
EQUIPMENT TRUST
FIRST 1977 SERIES**

SERIAL # QUANT.	CAR FROM	RUNNING # IN/LI	CAR FROM	CAR TYPE	MECH AAR DES/N CODE	TRUCK CAPACITY	DESCRIPTION	
2	525058	525059	NAHX	525058 525059	HOPPER	LO	L254 TON	5,000 CUBIC FEET
27	525101	525127	NAHX	525101 525127	HOPPER	LO	L254 TON	5,000 CUBIC FEET
7	525129	525135	NAHX	057122 057128	HOPPER	LO	L254 TON	5,000 CUBIC FEET
79	525136	525214	NAHX	525136 525214	HOPPER	LO	L254 TON	5,000 CUBIC FEET
4	525242	525245	NCHX	525242 525245	HOPPER	LO	L254 TON	5,000 CUBIC FEET
3	525247	525249	NCHX	525247 525249	HOPPER	LO	L254 TON	5,000 CUBIC FEET
7	525250	525256	NAHX	525250 525256	HOPPER	LO	L254 TON	5,000 CUBIC FEET
1	525258		NAHX	525258	HOPPER	LO	L254 TON	5,000 CUBIC FEET
38	525262	525299	NAHX	525262 525299	HOPPER	LO	L254 TON	5,000 CUBIC FEET
1	660000		NCFX	660000	ALL DOOR	GT	G492 TON	
36	660001	660036	NCFX	660001 660036	ALL DOOR	GT	G492 TON	61 FT
62	660038	660099	NLFX	660038 660099	ALL DOOR	GT	G492 TON	61 FT